



Office of the
BOARD OF SELECTMEN

TOWN OF NEEDHAM

TOWN HALL
1471 Highland Avenue
Needham, MA 02492-2669

TEL: (781) 455-7500
FAX: (781) 449-4569
TDD: (781) 455-7558

LEGAL NOTICE

PUBLIC HEARING

Craft Liquors of Needham, Inc. – 922-932 Great Plain Avenue

New All Alcohol Retail Package Store License

A public hearing will be held on Saturday, February 2, 2013 in the Performance Center at the Broadmeadow School, 120 Broad Meadow Road, Needham, MA, at 8:00 a.m. under the provisions of Chapter 138, Section 15 of the M.G.L. on the application of Craft Liquors of Needham, Inc. for a new All Alcohol Retail Package Store License, located at 922-932 Great Plain Avenue, Needham. The premise has 3,023 square feet for retail space on the first floor and the basement contains 1,986 square feet for storage and office space. There are three entrances and exits.

The Board of Selectmen invites all residents and interested parties to provide input at this meeting. Public comments may also be directed to the Board of Selectmen, c/o Needham Town Hall, 1471 Highland Avenue, Needham, MA or selectmen@needhamma.gov.

Board of Selectmen
Licensing Board for the Town of Needham

Boston Globe, January 16, 2013

LAWSON & WEITZEN, LLP

ATTORNEYS AT LAW

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CAPE COD

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SIX GRANITE STATE COURT
BREWSTER, MASSACHUSETTS 02631
TELEPHONE (508) 255-3600

Direct Dial: 617-603-3732

E-Mail: TFarnsworth@Lawson-Weitzen.Com

January 14, 2013

BY HAND DELIVERY

Board of Selectmen
Needham Town Hall
1471 Highland Ave
Needham, MA 02492
ATTN: Sandra Cincotta

Re: *Application for an all alcoholic beverages license -- for consumption off premises
Craft Liquors of Needham, Inc.
922-932 Great Plain Avenue, Needham*

Dear Sandy:

Kindly accept this application for an all alcoholic beverages package store license by Craft Liquors of Needham, Inc. to be located at 922-932 Great Plain Avenue, Needham.

Accordingly please find enclosed the following:

1. Monetary Transmittal Form to the Application;
2. Application for Retail Alcoholic Beverage License;
3. Applicant's Statement;
4. Personal Information Form;
5. Manager Application;
6. Copy of Passport for proof of citizenship of Edward Spivak;

*ALSO ADMITTED IN NY

**ALSO ADMITTED IN NH

***ALSO ADMITTED IN NJ

*ALSO ADMITTED IN DC

**ALSO ADMITTED IN RI, CT, NH & ME

***ONLY ADMITTED IN PA

***ALSO ADMITTED IN RI, CT, & NH

LAWSON & WEITZEN, LLP

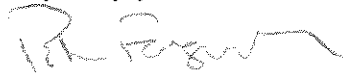
7. CORI Request Form (Mr. Spivak will sign the Needham CORI request in person);
8. Copy of Massachusetts Drivers License of Edward Spivak;
9. Articles of Organization of Craft Liquors of Needham, Inc.;
10. Corporate Vote;
11. Letter of Intent for Lease of licensed premises at 916 Great Plain Avenue;
12. Floor Plan with attached premise description;
13. Workers Compensation Insurance Affidavit; and
14. Loan commitment letter for financial information.

Also enclosed please find a check in the amount of \$150 payable to the Town of Needham for the hearing fee and check in the amount of \$200 payable to the ABCC.

Kindly place this matter on the public hearing agenda of the Board of Selectmen for **February 2, 2013**. Please let me know when the legal ad will be published and provide me with the list of abutters.

Thank you for your assistance.

Very truly yours,



Patricia Lang Farnsworth

Encl.



TOWN OF NEEDHAM

TOWN HALL
1471 Highland Avenue
Needham, MA 02492-2669

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BOARD OF SELECTMEN

TEL: (781) 455-7500
FAX: (781) 449-4569
TDD: (781) 455-7558

January 7, 2013

WAIVER

Craft Liquors of Needham, Inc (Applicant or authorized representative), having applied for a package store license in the Town of Needham under the provisions of Mass. General Laws, Ch. 138, Sec. 15, hereby waives, with respect to this application, the otherwise applicable requirement that the licensing authority approve or deny the application for a license within 30 days of being filed, as per Mass. General Laws, Ch. 138, Sec. 16B.

The Applicant further waives, with respect to this application, any rights of appeal to the Alcoholic Beverages Control Commission based on the licensing authority's failure to act upon this license application within 30 days of being filed, as otherwise provided in Mass. General Laws, Ch. 138, Sec. 67.

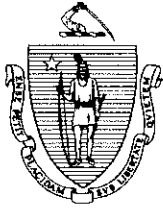
As signatory to this waiver, I represent that I am the applicant or am duly authorized by the applicant execute this waiver.

Edward J Spival

(Name of Applicant)

President

(Title)



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc

Print Form

**RETAIL ALCOHOLIC BEVERAGES LICENSE APPLICATION
MONETARY TRANSMITTAL FORM**

APPLICATION SHOULD BE COMPLETED ON-LINE, PRINTED, SIGNED, AND SUBMITTED TO THE LOCAL
LICENSING AUTHORITY.

ECRT CODE: RETA

CHECK PAYABLE TO ABCC OR COMMONWEALTH OF MA: \$200.00

(CHECK MUST DENOTE THE NAME OF THE LICENSEE CORPORATION, LLC, PARTNERSHIP, OR INDIVIDUAL)

CHECK NUMBER

IF USED EPAY, CONFIRMATION NUMBER

A.B.C.C. LICENSE NUMBER (IF AN EXISTING LICENSEE, CAN BE OBTAINED FROM THE CITY)

LICENSEE NAME

Craft Liquors of Needham, Inc.

ADDRESS

922-932 Great Plain Avenue

CITY/TOWN

Needham

STATE

MA

ZIP CODE

02492

TRANSACTION TYPE (Please check all relevant transactions):

- | | | | |
|--|---|---|---|
| <input type="checkbox"/> Alteration of Licensed Premises | <input type="checkbox"/> Cordials/Liqueurs Permit | <input type="checkbox"/> New Officer/Director | <input type="checkbox"/> Transfer of License |
| <input type="checkbox"/> Change Corporate Name | <input type="checkbox"/> Issuance of Stock | <input type="checkbox"/> New Stockholder | <input type="checkbox"/> Transfer of Stock |
| <input type="checkbox"/> Change of License Type | <input type="checkbox"/> Management/Operating Agreement | <input type="checkbox"/> Pledge of Stock | <input type="checkbox"/> Wine & Malt to All Alcohol |
| <input type="checkbox"/> Change of Location | <input type="checkbox"/> More than (3) \$15 | <input type="checkbox"/> Pledge of License | <input type="checkbox"/> 6-Day to 7-Day License |
| <input type="checkbox"/> Change of Manager | <input checked="" type="checkbox"/> New License | <input type="checkbox"/> Seasonal to Annual | |
| <input type="checkbox"/> Other | <input type="text"/> | | |

THE LOCAL LICENSING AUTHORITY MUST MAIL THIS TRANSMITTAL FORM ALONG WITH THE
CHECK, COMPLETED APPLICATION, AND SUPPORTING DOCUMENTS TO:

**ALCOHOLIC BEVERAGES CONTROL COMMISSION
P. O. BOX 3396
BOSTON, MA 02241-3396**

APPLICATION FOR RETAIL ALCOHOLIC BEVERAGE LICENSE

City/Town

Needham

RECEIVED
TOWN OF NEEDHAM
BOARD OF SELECTMEN

2013 JAN 14 P 2:02

1. LICENSEE INFORMATION:

A. Legal Name/Entity of Applicant:(Corporation, LLC or Individual)

Craft Liquors of Needham, Inc.

B. Business Name (if different) :

C. Manager of Record:

Edward Spivak

D. ABCC License Number (for existing licenses only) :

E. Address of Licensed Premises: 922-932 Great Plain Avenue

City/Town: Needham

State:

MA

Zip:

02492

F. Business Phone:

TBD

G. Cell Phone:

617-818-4998

H. Email:

edward@cavallinogroup.com

I. Website:

TBD

J. Mailing address (If different from E.):

City/Town:

State:

Zip:

2. TRANSACTION:

- ☒ New License ☐ New Officer/Director ☐ Transfer of Stock ☐ Issuance of Stock ☐ Pledge of Stock
☐ Transfer of License ☐ New Stockholder ☐ Management/Operating Agreement ☐ Pledge of License

The following transactions must be processed as new licenses:

- ☐ Seasonal to Annual ☐ (6) Day to (7)-Day License ☐ Wine & Malt to All Alcohol

IMPORTANT ATTACHMENTS (1): The applicant must attach a vote of the entity authorizing all requested transactions, including the appointment of a Manager of Record or principal representative.

3. TYPE OF LICENSE:

- ☐ \$12 Restaurant ☐ \$12 Hotel ☐ \$12 Club ☐ \$12 Veterans Club
☐ \$12 General On-Premises ☐ \$12 Tavern (No Sundays) ☒ \$15 Package Store

4. LICENSE CATEGORY:

- ☒ All Alcoholic Beverages ☐ Wine & Malt Beverages Only ☐ Wine or Malt Only
☐ Wine & Malt Beverages with Cordials/Liqueurs Permit

5. LICENSE CLASS:

- ☒ Annual ☐ Seasonal

6. CONTACT PERSON CONCERNING THIS APPLICATION (ATTORNEY IF APPLICABLE)

NAME: Patricia Lang Farnsworth, Esq.

ADDRESS: Lawson & Weitzen, LLP 88 Black Falcon Avenue, Suite 345, Boston, MA 02210

CITY/TOWN: Boston STATE: MA ZIP CODE: 02210

CONTACT PHONE NUMBER: 617-439-4990 FAX NUMBER: 617-439-3987

EMAIL: tfarnsworth@lawson-weitzen.com

7. DESCRIPTION OF PREMISES:

Please provide a complete description of the premises to be licensed. Please note that this must be identical to the description on the Form 43.

3023 sq. ft. retail on 1st floor and approximately 1986 sq. ft. basement for storage and office.

Total Square Footage: 5009 Number of Entrances: 3 front, back and receiving doors Number of Exits: 3

Occupancy Number: N/A Seating Capacity: N/A

IMPORTANT ATTACHMENTS (2): The applicant must attach a floor plan with dimensions and square footage for each floor & room.

8. OCCUPANCY OF PREMISES:

By what right does the applicant have possession and/or legal occupancy of the premises?

~~Please select~~ Lease

IMPORTANT ATTACHMENTS (3): The applicant must submit a copy of the final lease or documents evidencing a legal right to occupy the premises.

Other:

Landlord is a(n):

~~Please select~~ LLC

Other:

Name:

MMM Property LLC

Phone:

Address:

7 Harvard Street

City/Town:

Brookline

State:

MA

Zip:

02445

Initial Lease Term: Beginning Date

May 1, 2013*

Ending Date

April 30, 2018*

*approximate dates

Renewal Term:

Options/Extensions at:

3/5

Years Each

triple set lease

Rent:

\$97,713

Per Year

Rent:

\$7,809

Per Month

Do the terms of the lease or other arrangement require payments to the Landlord based on a percentage of the alcohol sales?

Yes ☐ No ☒

IMPORTANT ATTACHMENTS (4):

1. If yes, the Landlord is deemed a person or entity with a financial or beneficial interest in this license. Each individual with an ownership interest with the Landlord must be disclosed in §10 and must submit a completed Personal Information Form attached to this application.
2. Entity formation documents for the Landlord entity must accompany the application to confirm the individuals disclosed.
3. If the principals of the applicant corporation or LLC have created a separate corporation or LLC to hold the real estate, the applicant must still provide a lease between the two entities.

9. LICENSE STRUCTURE:

The Applicant is a(n):

~~Please select~~ Corporation

Other :

If the applicant is a Corporation or LLC, complete the following:

Date of Incorporation/Organization:

1/2/2013

State of Incorporation/Organization: MA

Is the Corporation publicly traded? Yes ☐ No ☒**10. INTERESTS IN THIS LICENSE:**

List all individuals involved in the entity (e.g. corporate stockholders, directors, officers and LLC members and managers) and any person or entity with a direct or indirect, beneficial or financial interest in this license (e.g. landlord with a percentage rent based on alcohol sales).

IMPORTANT ATTACHMENTS (5):A. All individuals or entities listed below are required to complete a Personal Information Form.B. All shareholders, LLC members or other individuals with any ownership in this license must complete a CORI Release Form.

Name	All Titles and Positions	Specific # of Stock or % Owned	Other Beneficial Interest
Edward Spivak	President Treasurer Secretary Director	100%	

*If additional space is needed, please use last page.

11. EXISTING INTEREST IN OTHER LICENSES:

Does any individual listed in §10 have any direct or indirect, beneficial or financial interest in any other license to sell alcoholic beverages? Yes ☐ No ☒ If yes, list said interest below:

Name	License Type	Licensee Name & Address
	Please Select	
	Please Select	
	Please Select	
	Please Select	
	Please Select	
	Please Select	
	Please Select	

*If additional space is needed, please use last page.

12. PREVIOUSLY HELD INTERESTS IN OTHER LICENSES:

Has any individual listed in §10 who has a direct or indirect beneficial interest in this license ever held a direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages, which is not presently held? Yes ☐ No ☒ If yes, list said interest below:

Name	Licensee Name & Address	Date	Reason Terminated
			Please Select
			Please Select
			Please Select

13. DISCLOSURE OF LICENSE DISCIPLINARY ACTION:

Have any of the disclosed licenses to sell alcoholic beverages listed in §11 and/or §12 ever been suspended, revoked or cancelled? Yes ☐ No ☒ If yes, list said interest below:

Date	License	Reason of Suspension, Revocation or Cancellation

14. CITIZENSHIP AND RESIDENCY REQUIREMENTS FOR A (§15) PACKAGE STORE LICENSE ONLY :**A.) For Individual(s):**

1. Are you a U.S. Citizen? Yes ☐ No ☐
2. Are you a Massachusetts Residents? Yes ☐ No ☐

B.) For Corporation(s) and LLC(s) :

1. Are all Directors/LLC Managers U.S. Citizens? Yes ☒ No ☐
2. Are a majority of Directors/LLC Managers Massachusetts Residents? Yes ☒ No ☐
3. Is the License Manager or Principal Representative a U.S. Citizen?

C.) Shareholder(s), Member(s), Director(s) and Officer(s):

- 1.. Are all Shareholders, Members, Directors, LLC Managers and Officers involved at least twenty-one (21) years old? Yes ☒ No ☐

15. CITIZENSHIP AND RESIDENCY REQUIREMENTS FOR (§12) RESTAURANT, HOTEL, CLUB, GENERAL ON PREMISE, TAVERN, VETERANS CLUB LICENSE ONLY: N/A**A.) For Individual(s):**

1. Are you a U.S. Citizen? Yes ☐ No ☐

B.) For Corporation(s) and LLC(s) :

1. Are a majority of Directors/LLC Managers **NOT** U.S. Citizen(s)? Yes ☐ No ☐
2. Is the License Manager or Principal Representative a U.S. Citizen? Yes ☐ No ☐

C.) Shareholder(s), Member(s), Director(s) and Officer(s):

- 1.. Are all Shareholders, Members, Directors, LLC Managers and Officers involved at least twenty-one (21) years old? Yes ☐ No ☐

16. COSTS ASSOCIATED WITH LICENSE TRANSACTION:

A. Purchase Price for Real Property:

B. Purchase Price for Business Assets:

C. Costs of Renovations/Construction:

D. Initial Start-Up Costs:

\$200,000

E. Purchase Price for Inventory:

F. Other: (Specify)

G: TOTAL COST

H. TOTAL CASH

I. TOTAL AMOUNT FINANCED

IMPORTANT ATTACHMENTS (6): Submit any and all records, documents and affidavits including loan agreements that explain the source(s) of money for this transaction. Sources of cash must include a minimum of three (3) months of bank statements.

The amounts listed in subsections (H) and (I) must total the amount reflected in (G).

17. PROVIDE A DETAILED EXPLANATION OF THE FORM(S) AND SOURCE(S) OF FUNDING FOR THE COSTS IDENTIFIED ABOVE (INCLUDE LOANS, MORTGAGES, LINES OF CREDIT, NOTES, PERSONAL FUNDS, GIFTS):

\$200,000 will be a loan from Grove Services that is owned by Ed Spivak's uncle or will be loaned directly from a bank and guaranteed by Grove Services.

*If additional space is needed, please use last page.

18. LIST EACH LENDER AND LOAN AMOUNT(S) FROM WHICH "TOTAL AMOUNT FINANCED" NOTED IN SUB-SECTIONS 17(I) WILL DERIVE:

A.

Name	Dollar Amount	Type of Financing
Grove Services	\$200,000	loan or loan guaranty

*If additional space is needed, please use last page.

B. Does any individual or entity listed in §19 as a source of financing have a direct or indirect, beneficial or financial interest in this license or any other license(s) granted under Chapter 138? Yes ☐ No ☒

If yes, please describe:

19. PLEDGE: (i.e. COLLATERAL FOR A LOAN)

A.) Is the applicant seeking approval to pledge the license? ☐ Yes ☒ No *not at this time

1. If yes, to whom:

2. Amount of Loan:

3. Interest Rate:

4. Length of Note:

5. Terms of Loan :

B.) If a corporation, is the applicant seeking approval to pledge any of the corporate stock? ☐ Yes ☒ No

1. If yes, to whom:

2. Number of Shares:

C.) Is the applicant pledging the inventory? ☐ Yes ☒ No

If yes, to whom:

IMPORTANT ATTACHMENTS (7): If you are applying for a pledge, submit the pledge agreement, the promissory note and a vote of the Corporation/LLC approving the pledge.

20. CONSTRUCTION OF PREMISES:

Are the premises being remodeled, redecorated or constructed in any way? If YES, please provide a description of the work being performed on the premises: ☒ Yes ☐ No

Landlord will complete the build out. The applicant is only doing finishes and fixtures.

21. ANTICIPATED OPENING DATE: May 1, 2013 Approximately

IF ALL OF THE INFORMATION AND
ATTACHMENTS ARE NOT COMPLETE
THE APPLICATION WILL BE
RETURNED

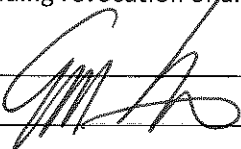
APPLICANT'S STATEMENT

I, Edward Spivak the ☐ sole proprietor; ☐ partner; ☒ corporate principal; ☐ LLC/LLP member
of Craft Liquors of Needham, Inc., hereby submit this application for new all alcoholic beverages (hereinafter the
package store license
"Application"), to the local licensing authority (the "LLA") and the Alcoholic Beverages Control Commission (the "ABCC" and
together with the LLA collectively the "Licensing Authorities") for approval.

I do hereby declare under the pains and penalties of perjury that I have personal knowledge of the information submitted in the
Application, and as such affirm that all statement and representations therein are true to the best of my knowledge and belief.
I further submit the following to be true and accurate:

- (1) I understand that each representation in this Application is material to the Licensing Authorities' decision on the
Application and that the Licensing Authorities will rely on each and every answer in the Application and accompanying
documents in reaching its decision;
- (2) I state that the location and description of the proposed licensed premises does not violate any requirement of the
ABCC or other state law or local ordinances;
- (3) I understand that while the Application is pending, I must notify the Licensing Authorities of any change in the
information submitted therein. I understand that failure to give such notice to the Licensing Authorities may result in
disapproval of the Application;
- (4) I understand that upon approval of the Application, I must notify the Licensing Authorities of any change in the
Application information as approved by the Licensing Authorities. I understand that failure to give such notice to the Licensing
Authorities may result in sanctions including revocation of any license for which this Application is submitted;
- (5) I understand that the licensee will be bound by the statements and representations made in the Application, including,
but not limited to the identity of persons with an ownership or financial interest in the license;
- (6) I understand that all statements and representations made become conditions of the license;
- (7) I understand that any physical alterations to or changes to the size of, the area used for the sale, delivery, storage, or
consumption of alcoholic beverages, must be reported to the Licensing Authorities and may require the prior approval of the
Licensing Authorities;
- (8) I understand that the licensee's failure to operate the licensed premises in accordance with the statements and
representations made in the Application may result in sanctions, including the revocation of any license for which the
Application was submitted; and
- (9) I understand that any false statement or misrepresentation will constitute cause for disapproval of the Application or
sanctions including revocation of any license for which this Application is submitted.

Signature:



Date:

01/11/13

Title:

President



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc

PERSONAL INFORMATION FORM

Each individual listed in Section 10 of this application must complete this form.

1. LICENSEE INFORMATION:

A. Legal Name of Licensee

B. Business Name (dba)

C. Address

D. ABCC License Number
(If existing licensee)

E. City/Town

State

Zip Code

F. Phone Number of Premise

G. EIN of License

2. PERSONAL INFORMATION:

A. Individual Name

B. Home Phone Number

C. Address

D. City/Town

State

Zip Code

E. Social Security Number

F. Date of Birth

G. Place of Employment

3. BACKGROUND INFORMATION:

Please see attached

Have you ever been convicted of a state, federal or military crime?

Yes ☐ No ☒

If yes, as part of the application process, the individual must attach an affidavit as to any and all convictions. The affidavit must include the city and state where the charges occurred as well as the disposition of the convictions.

4. FINANCIAL INTEREST:

Provide a detailed description of your direct or indirect, beneficial or financial interest in this license.

100% owner of Craft Liquors of Needham, Inc.

IMPORTANT ATTACHMENTS (8): For all cash contributions, attach last (3) months of bank statements for the source(s) of this cash.

***If additional space is needed, please use the last page**

I hereby swear under the pains and penalties of perjury that the information I have provided in this application is true and accurate:

Signature

Date

01/11/13

Title

President

(If Corporation/LLC Representative)



The Commonwealth of Massachusetts
Alcoholic Beverages Control Commission
239 Causeway Street
Boston, MA 02114
www.mass.gov/abcc

MANAGER APPLICATION

All proposed managers are required to complete a Personal Information Form,
and attach a copy of the corporate vote authorizing this action and appointing a manager.

1. LICENSEE INFORMATION:

Legal Name of Licensee:	<input type="text" value="Craft Liquors of Needham, Inc."/>	Business Name (dba):	<input type="text"/>
Address:	<input type="text" value="922-932 Great Plain Avenue"/>		
City/Town:	<input type="text" value="Needham"/>	State:	<input type="text" value="MA"/>
		Zip Code:	<input type="text" value="02492"/>
ABCC License Number: (If existing licensee)	<input type="text"/>	Phone Number of Premise:	<input type="text"/>

2. MANAGER INFORMATION:

A. Name:	<input type="text" value="Edward Spivak"/>	B. Cell Phone Number:	<input type="text" value="617-818-4998"/>
C. List the number of hours per week you will spend on the licensed premises:	<input type="text" value="40+"/>		

3. CITIZENSHIP INFORMATION:

A. Are you a U.S. Citizen:	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	B. Date of Naturalization:	<input type="text"/>	C. Court of Naturalization:	<input type="text"/>
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(Submit proof of citizenship and/or naturalization such as Voter's Certificate, Birth Certificate or Naturalization Papers)

4. BACKGROUND INFORMATION:

A. Do you now, or have you ever, held any direct or indirect, beneficial or financial interest in a license to sell alcoholic beverages? Yes ☐ No ☒

If yes, please describe:

B. Have you ever been the Manager of Record of a license to sell alcoholic beverages that has been suspended, revoked or cancelled? Yes ☐ No ☒

If yes, please describe:

C. Have you ever been the Manager of Record of a license that was issued by this Commission? Yes ☐ No ☒

If yes, please describe:

D. Please list your employment for the past ten years (Dates, Position, Employer, Address and Telephone):

Cavallino Group for past 10 years, currently serving as President. Cavallino Group is located at 67 Fourth Avenue, Needham, MA.

I hereby swear under the pains and penalties of perjury that the information I have provided in this application is true and accurate:

Signature

Date

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Organization

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 2.02; 950 CMR 113.16)

ARTICLE I

The exact name of the corporation is:

Craft Liquors of Needham, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
common	275,000			

5

*G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

N/A

ARTICLE V

The restrictions, if any, imposed by the articles of organization upon the transfer of shares of any class or series of stock are:

None.

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

See Continuation Sheet VI.

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

Craft Liquors of Needham, Inc.

**Articles of Organization
Attachment Sheet VI**

Other Lawful Provisions

1. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal liability of directors to corporation. No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit.
3. Authorization of directors to make, amend or repeal bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the bylaws requires action by the shareholders.
4. Shareholder action without a meeting by less than unanimous consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
56 Greenwood Street, Newton, MA 02459
- b. The name of its initial registered agent at its registered office:
Edward Spivak
- c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Edward Spivak

Treasurer: Edward Spivak

Secretary: Edward Spivak

Director(s): Edward Spivak

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Retail specialty items and liquor store
- f. The street address of the principal office of the corporation:
56 Greenwood Street, Newton MA 02459
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

56 Greenwood Street, Newton MA 02459, which is
(number, street, city or town, state, zip code)

- ☒ its principal office;
☐ an office of its transfer agent;
☐ an office of its secretary/assistant secretary;
☐ its registered office.

Signed this 2nd day of January, 2013 by the incorporator(s):

Signature: Patricia Farnsworth

Name: Patricia Farnsworth

Address: 88 Black Falcon Avenue, Suite 345, Boston MA 02210

CU#51400

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Organization (General Laws Chapter 156D, Section 2.02; 950 CMR 113.16)

I hereby certify that upon examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$275 having been paid, said articles are deemed to have been filed with me this 3 day of Jan, 2013, at 9:30 a.m./p.m.
time

1188894

Effective date: _____
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth



Examiner

KK

Name approval

C

M

Filing fee: \$275 for up to 275,000 shares plus \$100 for each additional 100,000 shares or any fraction thereof.

TO BE FILLED IN BY CORPORATION Contact Information:

Tris Farnsworth, Esq.

Lawson & Weitzen LP 88 Black Falcon Avenue Suite 345

Boston MA 02210

Telephone: 617.439.4990

Email: tfarnsworth@lawson-weitzen.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor.
If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

2013 JAN -3 AM 9:30

CRAFT LIQUORS OF NEEDHAM, INC.
SECRETARY'S CERTIFICATE OF VOTE

January 11, 2013

At a meeting of the Board of Directors of Craft Liquors of Needham, Inc., a Massachusetts corporation authorized to do business in Massachusetts, held at Boston, Massachusetts on January 11, 2013, it was duly voted that the Corporation apply to the Needham Board of Selectmen for a new all-alcoholic beverages package store license located at 922-932 Great Plain Avenue, Needham, MA 02492.

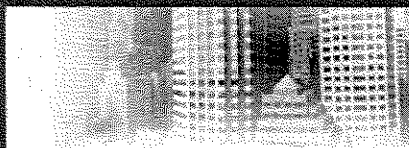
“Voted: To authorize Edward Spivak, to sign the application for the license in the name of Craft Liquors of Needham, Inc. and to execute in its behalf any necessary papers, and to do all things required relative to the granting of the license.”

“Voted: To appoint Edward Spivak its manager or principal representative, with as full authority and control of the premises described in the license of the Corporation and of the conduct of all business therein relative to alcoholic beverages as the licensee itself could in any way have an exercise if it were a natural person resident in the Commonwealth of Massachusetts and that a copy of this vote duly certified by the Secretary of the Corporation and delivered to said manager or principal representative shall constitute the written authority required by Sec. 26, Chap. 138, G.L.”

This Corporation has not been dissolved.

A handwritten signature in black ink, appearing to read 'E. Spivak', is written over a horizontal line.

Edward Spivak, Secretary



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January 9, 2013

JC Nachtwey
CRG Commercial
1280 Center Street
Newton, MA 02159

**RE: Letter of Intent for 916 Great Plain Avenue, Suite/s 3,4 & 5, Needham,
MA 02492**

On behalf of Craft Liquors of Needham, MA, I am pleased to present this letter of intent for the above referenced property.

LEASE PROPOSAL

Landlord: MMM Property LLC
C/O The Mackin Group
7 Harvard Street
Brookline, MA 02445

Tenant: Craft Liquors of Needham, Inc.

Use: Retail specialty items and liquor store.

Space: Shall be described as Suites 3, 4 and 5 consisting of 3023 Square feet of rentable space located at 916 Great Plain Avenue, Needham, MA. As well as parking for 6 vehicles directly outside the rear of the space. *6 K.M.*

Term: Five (5) years with three (3) consecutive options to renew for five (5) years per renewal term.

Commencement Date: Thirty (30) days from completion of Landlord's work or certificate of occupancy, whichever occurs first. Subject to approval of an all alcoholic beverages package store license

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by Town of Needham & ABCC of Massachusetts and any other license or permit required of the Tenant's business. Subject to final occupancy permit being issued by the town of Needham. Landlord shall reasonably cooperate with the Tenant in connection with any application for permits or licenses for Tenant's desired use of the premises. Tenant shall have until April 30, 2013 to obtain all necessary permits and licenses and in the event such licenses and permits are not obtained, Tenant shall have the right to terminate this Letter or the final Lease.

Lease Rate: Year 1: \$31.00 per square foot per year triple net
Year 2: \$31.00 per square foot per year triple net
Year 3: \$32.00 per square foot per year triple net
Year 4: \$33.00 per square foot per year triple net
Year 5: \$34.00 per square foot per year triple net

Building Insurance: Tenant shall be responsible for paying 100% of the pro-rated portion of the Building Insurance cost equivalent to net square feet as a portion of the total building footage. Pro-rated share is equal to 62% of overall square footage.

Real Estate Taxes and Operating Expenses: In addition to the base rent, tenant will be responsible for its pro-rata share of operating expenses, insurances and real estate taxes which will be 100% of the yearly tax bill. Pro-rated share is equal to 62% of overall square footage.

Utilities: Tenant shall pay all utility costs, which will be separately metered.

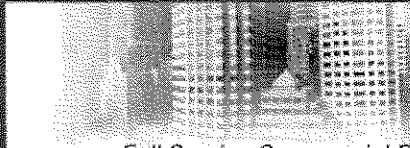
Security Deposit: One Months Rent

Financials: Lease Application, W-2s on business entity signing the lease, personal/business statement, business plan, profit/loss, etc.

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Brokerage: CRG Commercial shall be paid as per separate agreement with Landlord.

Condition of Space: Lessor shall deliver the space in Vanilla envelope condition with (2) 5 Ton Hvac units for suites 3,4 & 5, lessee to install ductwork.

Lessor to install HVAC controls at tenant desired locations.

Lessor shall install new drywall with primer on walls and leave existing brick wall in 932 Great Plain Avenue.

Lessor shall provide sub-floor or concrete where applicable for Lessee to install floor.

Lessor shall open the walls in suites 4 & 5

Lessor shall open up the wall in the basement of suite 5 to allow access into suite 4.

Lessor shall install a new drop ceiling in suites 3, 4&5.

Lessor shall remove all existing equipment except the conveyor in suite 5.

Lessor shall install new rear door in suite 5.

Lessor shall install insulation on all the exterior perimeter walls

Lessor to modify rear wall and door location in suite 5 in accordance to tenant's plan.

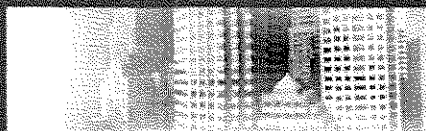
Lessor to furnish of 200 amps of electrical service for lessee's use

Lessor shall finish the center bay exterior in suite 3 and allow paint color change if approved by the Design Review Board

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Lessor to install 2 handicapped bathrooms in suite 3

Lessor will install a sink as per lessee's plans for food prep purposes.

Lessor shall furnish lessee a credit for lighting for \$4000 towards lighting fixtures.

Lessor to provide code conforming stair(s) to basement. Landlord will be responsible for providing code compliant means of egress from main floor and basement space. *K. M*

Tenant shall have the right to review proposed modifications for impact on layout of space.

Tenant has the right to review all locations of emergency lighting, fire pull stations and strobes.

Assignment/Sublease: Tenant shall have the right to assign or sublease all or part of the premises with Landlord's prior approval, which approval shall not be unreasonably delayed or withheld.

Signage: Tenant shall be allowed signage provided such is in accordance with local codes and ordinances.

Exclusive Uses: Landlord will not lease space to another tenant that sells liquor or specialty food items for the duration of lease.

Terms of Proposal: Both parties, Landlord and Tenant, understand that this Letter of Intent is not contractual in nature and shall not be binding. A binding agreement shall not exist between the parties until a written Lease, in form and substance,

Satisfactory to the Landlord, has been executed and delivered to both parties. The parties acknowledge that this non-binding Letter does not address the entire essential terms of the Lease contemplated by this Proposal and such essential terms shall be subject to further negotiation. Neither party may claim any legal rights against the other by reasons of any actions taken in reliance upon this non-binding Proposal, including

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without limitation, any partial performance of the transactions contemplated herein.

Lease Execution: On or before February 15, 2013.

If the terms and conditions are acceptable, please approve this Lease Proposal in the space provided below, by January 10, 2013.

Very truly yours,

JC Nachtwey
Vice President

AGREED & ACCEPTED: (TENANT) Craft Liquors of Needham, Inc.

By: Edward Spivak

Title: President

Date: January 9, 2013

AGREED & ACCEPTED: (LANDLORD) MMM Property LLC

By: 

Title: Kenneth Mackin Hanover

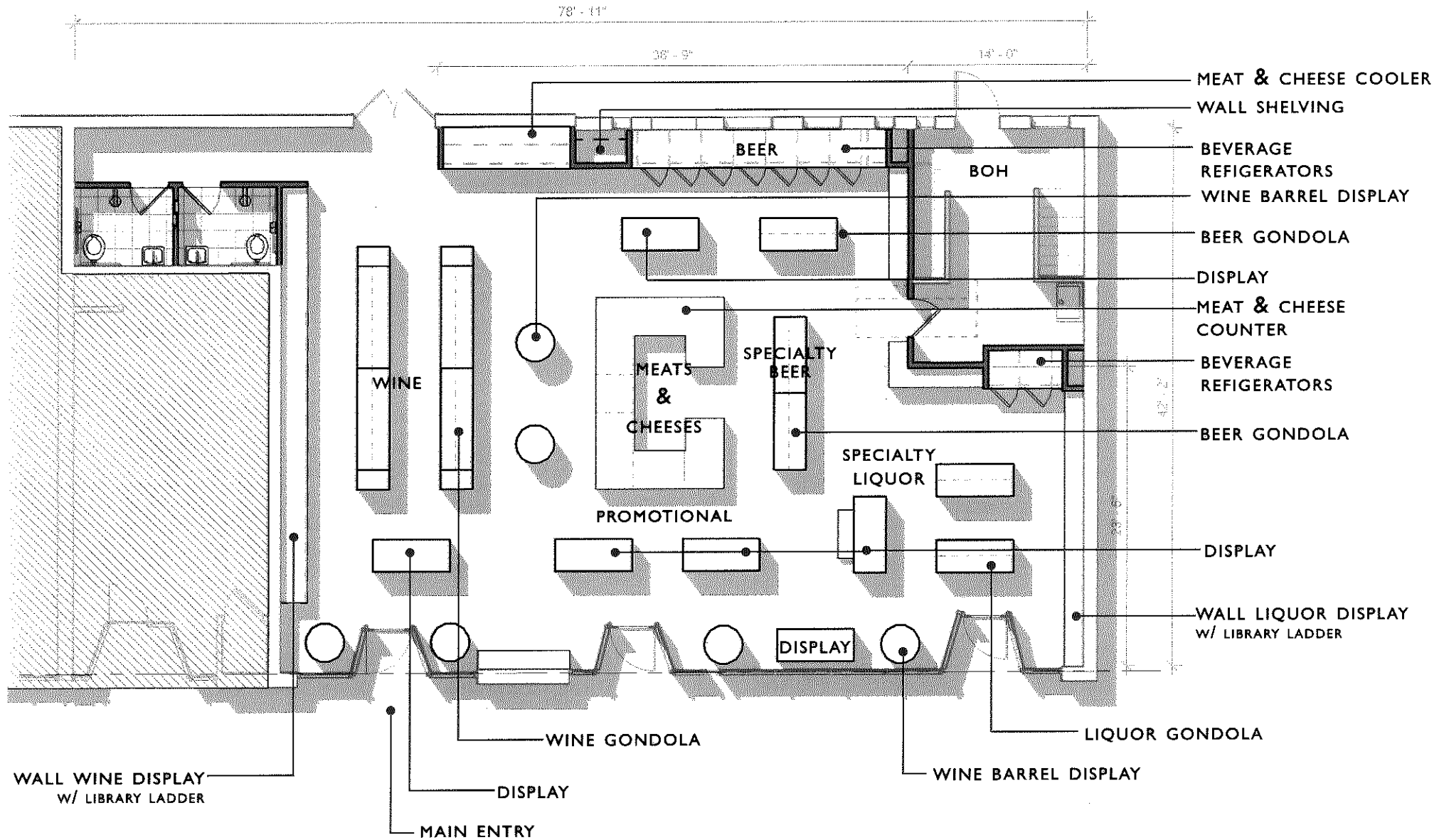
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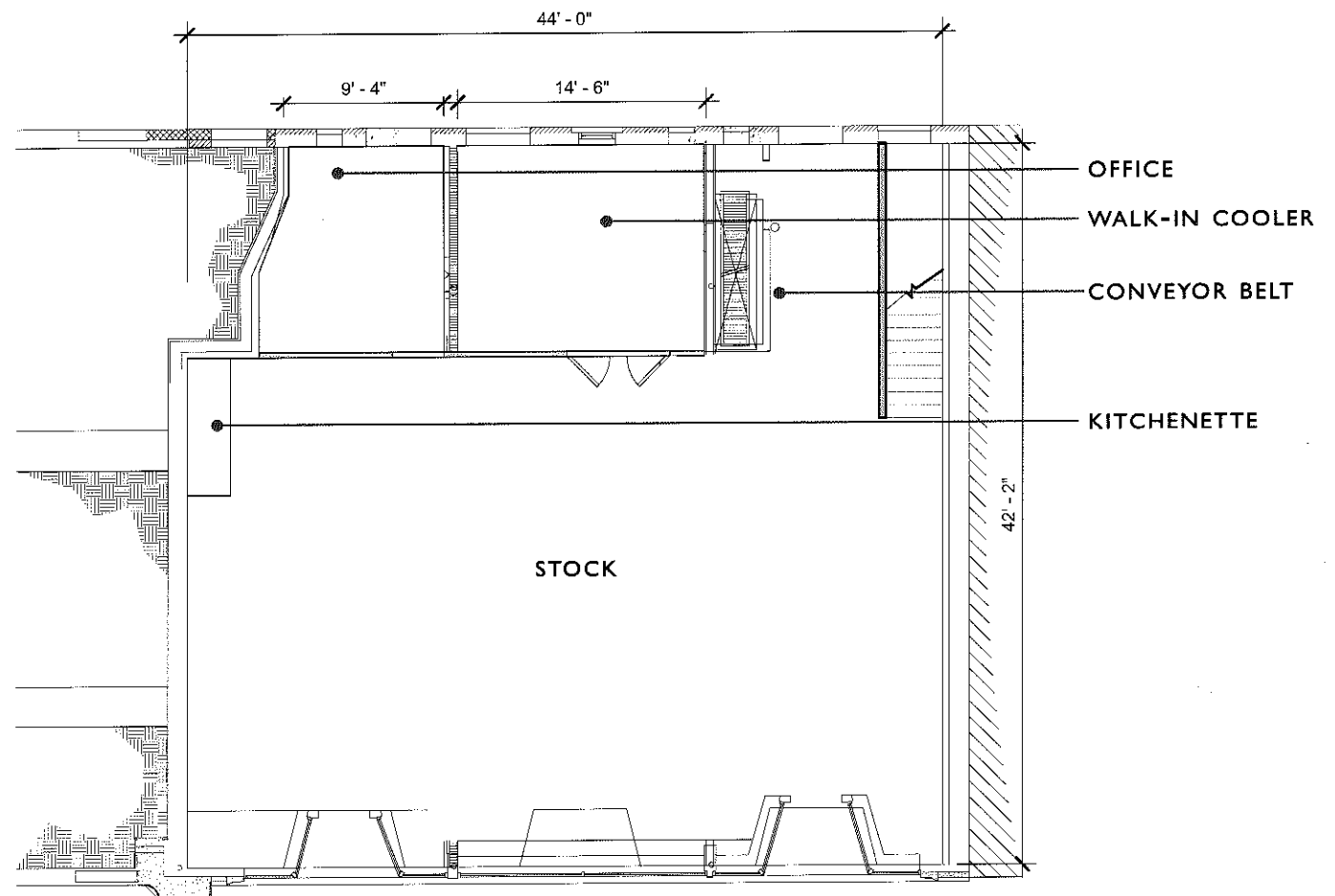
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Fixture Plan - Ground Level



SCALE 1 : 3/32

Fixture Plan - Basement Level



SCALE 1 : 3/32